

HAZEN SAMUEL N
Form 4
February 02, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAZEN SAMUEL N

(Last) (First) (Middle)

ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HCA Healthcare, Inc. [HCA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2018		M	84,464 A	\$ 13.2075 136,017	D	
Common Stock	01/31/2018		M	84,450 A	\$ 17.6471 220,467	D	
Common Stock	01/31/2018		M	253,352 A	\$ 22.6415 473,819	D	
Common Stock	01/31/2018		F	188,219 D	\$ 101.16 285,600	D	
Common Stock	01/31/2018		S	56,000 D	\$ 100.4676 229,600	D	

(1)

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Common Stock	180,000	I	By LLC
Common Stock	144,584	I	By 2015 GRAT (Reporting Person, Trustee)
Common Stock	170,752	I	By Trust (Spouse, Trustee)
Common Stock	75,000	I	By LLC 92

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.2075 ⁽²⁾	01/31/2018		M			84,464	11/17/2011	10/06/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.6471 ⁽²⁾	01/31/2018		M			84,450	11/17/2010	10/06/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 22.6415 ⁽²⁾	01/31/2018		M			253,352	⁽⁴⁾	10/06/2019	Common Stock
Stock Appreciation Right	\$ 101.16	01/31/2018		A		109,780		01/31/2019 ⁽⁵⁾	01/31/2028	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HAZEN SAMUEL N
ONE PARK PLAZA
NASHVILLE, TN 37203

President & COO

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

02/02/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.24 to \$100.67, inclusive. The reporting person undertakes to provide to HCA Healthcare, Inc., any security holder of HCA Healthcare, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) Exercise Price was adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.
- (2) Shares have been adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.
- (3) Two thirds of the option was vested upon grant on October 6, 2009, and one third of the option vested on November 17, 2009
- (4) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.